



# PUBLIC NOTICE

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## DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF 360NETWORKS HOLDINGS (USA) INC. AND 360NETWORKS (USA) INC. TO ZAYO GROUP, LLC

### STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 11-171

**Comments Due: November 7, 2011**  
**Reply Comments Due: November 14, 2011**

On October 7, 2011, 360networks Corporation (360 Parent), 360networks holdings (USA) inc. (360 Holdings), 360networks (USA) inc. (360networks) and Zayo Group, LLC (Zayo Group) (collectively, Applicants) filed an application pursuant to section 63.03 of the Commission's rules<sup>1</sup> to transfer control of 360 Holdings and 360networks from 360 Parent to Zayo Group.

360networks, a Nevada corporation, provides local exchange and interexchange services, VOIP and switched access services, private line transport, ethernet, and IP transit services to telecommunications providers and end users.<sup>2</sup> 360networks' facilities-based fiber optic back-bone provides coverage spanning 18,000 route miles. 360networks is wholly-owned by 360 Holdings. 360 Holdings is a holding company that holds an international Section 214 authorization, but does not provide any telecommunications services.

Zayo Group, a Delaware corporation, is a provider of bandwidth infrastructure and network neutral collocation and interconnection services over dense regional and metropolitan fiber networks, primarily used by wireless service providers, national and regional carriers and other communications service providers, media and content companies, and certain bandwidth-intensive enterprises. Zayo Group's fiber networks span over 24,000 route miles, serve 153 geographic markets in the District of

<sup>1</sup> 47 C.F.R § 63.03; see 47 U.S.C. § 214. Applicants also filed an application for transfer of control associated with authorizations for international services. Any action on this domestic section 214 application is without prejudice to Commission action on other pending applications.

<sup>2</sup> 360networks provides telecommunications services, including local exchange and/or interexchange services, in Arizona, California, Colorado, Idaho, Illinois, Iowa, Minnesota, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oregon, South Dakota, Texas, Utah, Washington, Wisconsin and Wyoming, and is authorized, but currently does not provide, telecommunications services in Connecticut, Delaware, the District of Columbia, Florida, Georgia, Indiana, Kentucky, Louisiana, Maine, Michigan, Mississippi, Missouri, New Hampshire, New Jersey, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Rhode Island, South Carolina, Vermont and West Virginia.

Columbia and 31 states, connect to over 4,300 buildings, including approximately 1,978 cellular towers, and allow Zayo to provide bandwidth infrastructure services to customers over redundant fiber facilities between key customer locations.<sup>3</sup>

Zayo Group is a wholly-owned subsidiary of Zayo Group Holdings, Inc., which is a wholly-owned subsidiary of Communications Infrastructure Investments, LLC (CII). The following entities hold a ten percent (10%) or greater direct interest in CII: Oak Investment Partners XII, Limited Partnership (Oak Investment, 19.24 percent);<sup>4</sup> M/C Venture Partners VI, L.P. (M/C Venture, 16.29 percent);<sup>5</sup> Columbia Capital Equity Partners IV (QP), L.P. (Columbia, 14.85 percent);<sup>6</sup> and Charlesbank Equity Fund VI, Limited Partnership (Charlesbank, 17.14 percent).<sup>7</sup>

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<sup>3</sup> Zayo Group and its subsidiary, American Fiber Systems, Inc. (AFS), provide dark fiber and/or wholesale bandwidth services in Alabama, Arizona, California, Colorado, Delaware, the District of Columbia, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Maryland, Michigan, Minnesota, Mississippi, Missouri, Nevada, New Jersey, New York, North Carolina, Ohio, Oregon, Pennsylvania, Tennessee, Texas, Utah, Virginia, Washington and West Virginia. AFS owns a controlling interest in USCarrier Telecom, LLC, which holds blanket domestic and international Section 214 authorizations to provide global or limited global resold services, and offers data, internet access and voice services to telecommunications carriers in Alabama, Florida, Georgia, South Carolina and Tennessee. Zayo Group is also affiliated with Onvoy, Inc. (Onvoy), Minnesota Independent Equal Access Corporation (MIEAC), and Zayo Enterprise Networks, LLC (ZEN), which also provide telecommunications services. Onvoy provides competitive local exchange services in Colorado, Indiana, Michigan, Minnesota, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin. MIEAC provides centralized equal access services in Minnesota and North Dakota. ZEN provides telecommunications services in Colorado, Idaho, Indiana, Michigan, Minnesota, Ohio, Tennessee and Washington, and is authorized, but is not currently providing telecommunications services in California.

<sup>4</sup> The general partner of Oak Investment is Oak Associates XII, LLC. The following U.S. citizens are the Executive Managing Members of Oak Associates XII, LLC : Bandel L. Carano, Edward F. Glassmeyer, Ann H. Lamont and Fredric W. Harman.

<sup>5</sup> The general partner of M/C Venture is M/C VP VI, L.P. The general partner of M/C VP VI, L.P. is M/C Venture Partners, LLC. The following U.S. citizens are the Managing Members of M/C Venture Partners, LLC: James F. Wade, David D. Croll, Matthew Rubins, John Watkins and John Van Hooser. Through M/C Venture, Zayo Group is affiliated with Airband Communications, Inc., a fixed wireless provider; Baja Broadband Operating Company, LLC, a cable provider and wireless license holder which, on September 19, 2011, filed an application with the Commission to acquire certain assets of US Cable of Coastal-Texas, L.P.; CNG Communications, Inc., a fixed wireless broadband provider; CSDVRS, LLC, a video relay services provider; Data Net Communication Group, Inc., KeySpan Communications Corp., Light Tower Holdings LLC and Verosity Technology Partners, fiber providers; PR Wireless, Inc., a fixed wireless provider; Sparkplug Central, Inc., Sparkplug Inc., Sparkplug Las Vegas, Inc. and Sparkplug Southwest, LLC, fixed wireless broadband providers; Triad 700, LLC, a 700 MHz provider; Cleveland Unlimited, LLC, a non-dominant wireless local and long distance telecommunications service in Cleveland, Ohio; TX-11 Acquisition, LLC, a non-dominant wireless carrier in Lufkin, Texas; and PR Wireless, Inc., a non-dominant wireless carrier in Puerto Rico.

<sup>6</sup> The general partner of Columbia is Columbia Capital IV, LLC. The following U.S. citizens are the Managing Members of Columbia Capital IV, LLC: James B. Fleming, Jr., R. Philip Herget, III and Harry F. Hopper III. Through Columbia, Zayo Group is affiliated with New Global Telecom, Inc., a wholesaler of managed VoIP services; Triad AWS, LLC, a spectrum holding entity; Horizon Wi-Com, LLC, a spectrum holding entity; Baja Broadband Holding Company LLC, a cable company and wireless license holder; Progeny LMS Holdings, LLC, a spectrum holding entity; TVCC One Six Holdings, LLC, a spectrum holding entity; and Telecom Transport Management, TTM Operating Corporation, Inc. and TTM Virginia, Inc., providers of backhaul services to wireless operators.

<sup>7</sup> The general partner of Charlesbank is Charlesbank Equity Fund VI GP, Limited Partnership. The general partner of Charlesbank Equity Fund VI GP, Limited Partnership is Charlesbank Capital Partners, LLC. The following U.S. citizens are the Managing Members of Charlesbank Capital Partners, LLC: Michael Eisenson, Tim Palmer, Kim Davis, Mark Rosen, Michael Choe, Brandon White, Jon Biott, Andrew Janower and Michael Thonis.

Pursuant to a stock purchase agreement, Zayo Group will acquire from 360 Parent all of the outstanding shares of 360 Holdings, which will become a direct subsidiary of Zayo Group. 360networks will remain a direct subsidiary of 360 Holdings, and become an indirect subsidiary of Zayo Group. Applicants state that neither they, nor their affiliates, are dominant with respect to any service. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules, and that a grant of the application will serve the public interest, convenience, and necessity.<sup>8</sup>

Domestic Section 214 Application Filed for the Transfer of Control of 360networks Holdings (USA) Inc. and 360networks (USA) Inc. to Zayo Group, LLC, WC Docket No. 11-171 (filed October 7, 2011).

## **GENERAL INFORMATION**

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before November 7, 2011**, and reply comments **on or before November 14, 2011**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31<sup>st</sup> day after the date of this notice.<sup>9</sup> Comments should be filed using the Commission's Electronic Comment Filing System (ECFS). *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Electronic Filers: Comments may be filed electronically using the Internet by accessing the ECFS: <http://fjallfoss.fcc.gov/ecfs2/>.

**In addition, e-mail one copy of each pleading to each of the following:**

- 1) The Commission's duplicating contractor, Best Copy and Printing, Inc., [fcc@bcpiweb.com](mailto:fcc@bcpiweb.com); phone: (202) 488-5300; fax: (202) 488-5563;
- 2) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, [tracey.wilson@fcc.gov](mailto:tracey.wilson@fcc.gov);
- 3) Christopher Sova, Competition Policy Division, Wireline Competition Bureau, [christopher.сова@fcc.gov](mailto:christopher.сова@fcc.gov);
- 4) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, [dennis.johnson@fcc.gov](mailto:dennis.johnson@fcc.gov); and
- 5) Jim Bird, Office of General Counsel, [jim.bird@fcc.gov](mailto:jim.bird@fcc.gov).

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: (202) 488-5300; fax: (202) 488-5563; e-mail: [fcc@bcpiweb.com](mailto:fcc@bcpiweb.com); url: [www.bcpiweb.com](http://www.bcpiweb.com).

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<sup>8</sup> 47 C.F.R. § 63.03(b)(2)(i).

<sup>9</sup> Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to [fcc504@fcc.gov](mailto:fcc504@fcc.gov) or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (tty).

For further information, please contact Tracey Wilson at (202) 418-1394 or Christopher Sova at (202) 418-1868.

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